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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

16 SECURITIES AND EXCHANGE) CASE NO. C 07-3798-JW (HRL)
COMMISSION,
17)
Plaintiff,
18 vs.
19 KENNETH L. SCHROEDER,
20)
Defendant.
21)
Date: September 9, 2008
22 Time: 10:00 a.m.
Courtroom: 8
Judge: Magistrate Judge Howard R. Lloyd

1 DECLARATION OF GALEN D. BELLAMY

2 I, Galen D. Bellamy, declare:

3 1. I am an attorney duly licensed to practice law in the State of California and the State
4 of Colorado. I was formerly employed as an associate at the law firm of Skadden, Arps, Slate,
5 Meagher & Flom LLP ("Skadden") in San Francisco, California. I am currently employed as an
6 associate at Wheeler Trigg Kennedy LLP in Denver, Colorado.

7 2. While I was an associate at Skadden, Skadden represented the Special Committee
8 ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have
9 personal knowledge of the facts set forth below and could competently testify thereto.

10 3. I graduated from law school in 1999 and have worked on a number internal
11 investigations since then. I have attended dozens of witness interviews in connection with those
12 investigations.

13 4. In June 2006, I began working on an investigation of KLA's stock option granting
14 practices being conducted by the SC. In connection with that investigation, I helped coordinate
15 document preservation, assisted with document review and interview preparation, performed legal
16 research, and drafted portions of case materials as needed.

17 5. Between June 2006 and September 2006, I participated in and took notes at
18 interviews of 15 witnesses, some on multiple occasions. These witnesses included current and
19 former KLA Board members and employees.

20 6. It was my practice to review in advance of the interviews any documents identified
21 by the Skadden team as potential subjects of the interview.

22 7. In taking notes at witness interviews, I understood that my primary responsibility
23 was to record information provided or observations made by the witness, which, in my judgment,
24 were of importance to the investigation and relevant to a further understanding of the option
25 granting practices at KLA. I relied on my understanding of the important facts that had been
26 learned in the investigation and applicable legal theories to determine, in my judgment, the relevant
27 facts to be recorded.

28

1 8. After the conclusion of each SC interview at which I took notes, I used my notes
2 and recollections to prepare a memorandum of the interview. I circulated a draft of each
3 memorandum to the other attorney or attorneys who attended each interview, and incorporated any
4 comments I received from them. To my knowledge, neither my notes nor any drafts of any
5 interview memoranda were seen or adopted by the witness.

6 9. The notes I took at the SC interviews are not verbatim transcriptions, and I did not
7 understand the purpose of my participation in the interviews to be to create verbatim transcriptions.
8 I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes
9 have ever been seen or reviewed by anyone outside of Skadden.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 31st day of July, 2008, in Denver, Colorado.

Galen D. Bellamy